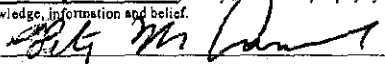


Please stamp and return to
HOLLAND & KNIGHT LLPREAD INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159Approved by OMB
3060-0589
Page No. 1 of 1

(1) LOCKBOX # 358145		FCC/MELLON		DEC 21 2007	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Holland & Knight LLP				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 2099 Pennsylvania Avenue, NW, Suite 100					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Washington				(7) STATE DC	(8) ZIP CODE 20006-6801
(9) DAYTIME TELEPHONE NUMBER (include area code) (202)955-3000				(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0004148995					
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)					
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Telephone and Data Systems, Inc.					
(14) STREET ADDRESS LINE NO. 1 30 North LaSalle Street					
(15) STREET ADDRESS LINE NO. 2 Suite 4000					
(16) CITY Chicago				(17) STATE IL	(18) ZIP CODE 60602
(19) DAYTIME TELEPHONE NUMBER (include area code) (312)630-1900				(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0004943528					
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00		(27A) TOTAL FEE \$965.00			
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE			
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, Peter M. Connolly , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE 				DATE Dec. 21, 2007	
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described. SIGNATURE _____ DATE _____					

Holland+Knight

Tel 202 955 3000
Fax 202 955 5564

Holland & Knight LLP
2099 Pennsylvania Avenue, N.W., Suite 100
Washington, D.C. 20006-6801
www.hklaw.com

December 21, 2007

Peter M. Connolly
202 862 5989
peter.connolly@hklaw.com

Via Hand Delivery

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau CPD-214 Appls.
PO Box 358145
Pittsburgh, PA 15251-5145

Re: **Application of Telephone and Data Systems, Inc. and West Point Telephone Company, Inc. For Consent To Transfer Domestic 214 Authority**

Dear Ms. Dortch:

On behalf of Telephone and Data Systems, Inc. ("TDS") and West Point Telephone Company, Inc. ("West Point"), I enclose an original and four copies of an Application To Transfer Control of the Domestic Section 214 Authority held by West Point to TDS. Included in this package are a completed form 159 and a check in the amount of \$965.00 to cover the filing for this Application.

In the event that there are questions concerning the application, please contact the undersigned.

Very truly yours,


Peter M. Connolly

Enclosures

5017862_v1

**Before the
Federal Communications Commission
Washington, D. C. 20554**

In the Matter of

West Point Telephone Company, Inc.

**For Grant of Authority Pursuant to Section
214 of the Communications Act As
Amended, and Section 63.04 of the
Commission's Rules For Transfer of
Control of West Point Telephone
Company, Inc.**

APPLICATION

West Point Telephone Company, Inc. ("West Point" or "Transferor") and Telephone and Data Systems, Inc. ("TDS" or "Transferee") hereby seek authorization to transfer control of the blanket Section 214 authorization held by West Point to TDS.

Background

West Point is an Indiana corporation and local exchange carrier serving the Indiana counties of Tippecanoe and Fountain. It currently serves 756 access lines with one exchange, the West Point exchange. The transfer of control is part of a transaction by which WPTC Acquisition Corp., an Indiana corporation and wholly owned subsidiary of TDS, will merge with and into West Point, leaving West Point an indirect wholly owned subsidiary of TDS. The consideration for the merger will be the payment of cash by TDS to West Point's shareholders in exchange for their shares in West Point.

TDS, through its subsidiary TDS Telecom, provides local, long distance, and broadband service. It serves suburban and rural communities in over 30 states through its incumbent local exchange carrier business, as well as through its competitive local exchange carrier business,

which it operates under the brand TDS Metrocom. In total, the companies serve over 1.2 million access line equivalents.

TDS also owns 82 percent of United States Cellular Corporation ("USCC"), the nation's sixth largest wireless telecommunications provider. USCC provides service to over six million customers in 26 states.

Information Required By Section 63.04 of the Rules.

1. Name, Address and Telephone Number of Each Applicant.

Transferor:

West Point Telephone Company, Inc.
5000 Washington Street
PO Box 10
West Point, Indiana 47992-0010
ATTN: Jacqueline Kerkhoff, Treasurer
Telephone: 765-572-2488

Transferee:

Telephone and Data Systems, Inc.
30 North LaSalle Street, Suite 400
Chicago, IL 60602
ATTN: Scott Williamson

2. Section 63.04(a)(2) – Jurisdiction of Organization:

Transferor:

West Point is an Indiana corporation.

Transferee:

TDS is a Delaware corporation.

3. **Section 63.03(a)(3) – correspondence concerning this Application should be sent to:**

Transferor:

Jacqueline Kerkoff, Treasurer
West Point Telephone Company, Inc.
5000 Washington Street
PO Box 10
West Point, IN 47992
Telephone: 765-572-2988

With a copy to:

John K. McBride
Bell Eagleston PC
201 Main Street, Suite 810
PO Box 1535
Lafayette, IN 47902
Telephone: 765-742-9046

Transferee:

Scott H. Williamson
Senior Vice President
Acquisitions and Corporate Development
Telephone and Data Systems, Inc.
30 North LaSalle Street, Suite 4000
Chicago, IL 60602
Telephone: 312-630-1900

With a copy to:

Peter M. Connolly
Holland & Knight LLP
2099 Pennsylvania Avenue, NW, Suite 100
Washington, DC 20006
Telephone: 202-862-5989

4. **Section 63.04: Name, Address, Citizenship, Principal Place of Business and Ownership Interest of Owners of Ten Percent or More of Each Applicant.**

Transferor:

The 10 percent or greater shareholders of West Point are as follows:

John D. Cheesman	37.6%
Vonda C. Cheesman	12.4%
Gary L. Cheesman	25%
Jacqueline C. Kerkhoff	24%

They are all U.S. citizens. Their principal place of business is the West Point Telephone Company, whose address is provided in Item 1.

Transferee:

TDS is controlled by a Voting Trust whose trustees are LeRoy T. Carlson, Jr, Walter C.D. Carlson, Prudence E. Carlson, and Dr. Letitia G.C. Carlson. They are brothers and sisters and U.S. citizens. The address of the trust is TDS's business address:

30 North LaSalle Street
Chicago, IL 60602

LeRoy T. Carlson, Jr. is the President of TDS and Walter C. D. Carlson is its Chairman.

The Voting Trust controls 52.3% of the voting power of TDS's total shares that vote in matters other than the election of directors and 94.4% of the Series A Common Shares which elect eight of TDS's 12 directors. No other individual or entity controls 10 percent or greater voting interest in TDS. Further information regarding TDS can be found in its Form 602, "FCC Ownership Disclosure Information for the Wireless Telecommunications Services" on file with the Commission.

5. **Section 63.04(a)(5) – Certification That No Party is Subject to Denial of Federal Benefits.**

Applicants certify that they are not subject to denial of Federal Benefits pursuant to Section 5031 of the Drug Abuse Act of 1988, 21 U.S.C. § 854(a)

6. **Section 63.04(a)(6) – Description of Transaction.**

See "Background" discussion above.

7. Section 63.04(a)(7) Description of Geographic Areas in which Transferor and Transferee and Their Affiliates Offer Domestic Telecommunications Services.

Transferor:

West Point is a local exchange carrier serving 756 access lines in Tippecanoe and Fountain counties in the "West Point" exchange.

Transferee:

TDS was founded in 1969 with the purchase of ten small telephone carriers in Wisconsin. Over the years, TDS has grown as a landline carrier in large part by acquiring many small ILECs and developing economies of scale in equipment procurement, operations, financing and other areas. TDS conducts its telephone operations through 112 ILEC subsidiaries, ranging in size from about 500 to 64,000 access lines.

TDS currently operates nine ILECs in Indiana. They are Camden Telephone Company, Merchants and Farmers Telephone Company, Tri-County Telephone Company, Home Telephone Company, Communications Corporation of Southern Indiana, Communications Corporation of Indiana, Sandborn Westphalia Telephone Company, Tipton Telephone Company and Home Telephone Company. Those companies provide service to 27,099 access lines and 37,217 access line equivalents in Indiana. A chart attached hereto as Attachment A provides full information regarding the exchanges each company serves and the number of customers served by each exchange.

TDS provides no CLEC service in Indiana and no CLECs operate within its service areas. According to the FCC's Wireline Competition Bureau, as of June 30, 2006, Indiana had a total of 3,079,185 ILEC access lines and 338,113 CLEC access lines, for a total of 3,417,988 access lines.¹

Thus, TDS serves approximately 1 % of the ILEC access lines and 1 % of the total access lines in the state, in which the dominant wireline carriers are AT&T and Verizon.

As noted above, West Point's service area is comprised of one exchange, which is adjacent to the Romney and Wingate exchanges of TDS-owned Tri-County Telephone Company.

Upon consummation of this transaction, TDS will serve approximately 27,855 access lines in Indiana, or still approximately 1 % of the ILEC access lines and 1 % of the total access lines in the state. Thus, from the standpoint of potential market concentration, this transaction will have essentially no impact on wireline competition in Indiana.

¹ See "Trends in Telephone Service," Industry Analysis and Technology Division, February 2007, Chart 7.5.

West Point does not provide cellular, PCS, or other wireless service to its customers. As noted above, TDS's subsidiary, USCC, is licensed to provide cellular and PCS service in the relevant counties. USCC's wholly owned subsidiary United States Cellular Operating Company LLC, is licensed on 10 MHz of B Block PCS spectrum in Indianapolis BTA, which covers Tippecanoe County. USCC's B Block PCS licensee for the Chicago MTA, United States Cellular Operating Company, LLC, is licensed to serve Fountain County. Also, USCC's subsidiary Jackson Square Wireless, L.P., holds a 15 MHz C Block PCS license in the Danville, IN BTA, which includes Fountain County. Lastly, USCC is the general partner in and controls Indiana RSA No. 5 Limited Partnership, the B Block cellular licensee in Indiana RSA #5, which includes Fountain County.

USCC and TDS Telecom, though commonly owned, operate separately and do not market their services jointly. TDS Telecom uses entirely separate facilities from USCC. The companies also brand their services independently and use separate billing services. Thus, this acquisition would have no impact on USCC's operations in the relevant counties and obviously would have no impact on wireless competition in those counties.

8. Section 63.04(a)(8) – Statement as to How This Application Fits Into The Streamlined Category.

The instant application is not eligible for streamlined processing pursuant to Section 63.03(b)(2)(iii) of the FCC's Rules. TDS does have less than two percent of the nation's access lines. However, owing to the adjacency of the Romney and Wingate exchanges, owned by a TDS subsidiary, with West Point's West Point exchange, the application does not qualify for streamlined treatment under the rules. However, owing to the small scale of the transaction and its manifest lack of impact on competition, we ask that it be placed on public notice and processed expeditiously.

9. Section 63.04(a)(9) – Identification of All Other Commission Applications Related to this Translation.

There are no other Commission applications related to this transaction.

10. Section 63.04(a)(10) – Statement of Whether Application are Requesting Special Consideration Because Either Party To This Transaction is Facing Imminent Business Failure.

Applicants seek no such special consideration.

11. Section 63.04(a)(11) – Identification of Any Separately Filed Waiver Requests Sought In Conjunction With This Transaction.

Applicants have filed no separate waiver requests in conjunction with this filing.

12. Section 63.04(a)(12) – Statement Showing How Grant of Application Will Serve The Public Convenience and Necessity.

Grant of the application will serve the public interest, convenience and necessity. TDS will be able to offer West Point's customers access to the state of the art service all its companies provide, supported by the economies of scale and scope which a holding company can offer its subsidiaries.

For the foregoing reasons, the applicants respectfully request that the Commission grant the authority requested in this application.

Respectfully submitted,

West Point Telephone Company, Inc.

By: Jacqueline C. Kerkhoff

Name: Jacqueline C. Kerkhoff

Title: Treasurer

Date: 12-20-07

Telephone and Data Systems, Inc.

By: _____

Name: _____

Title: _____

Date: _____

Respectfully submitted,

West Point Telephone Company, Inc.

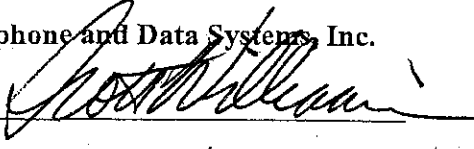
By: _____

Name: _____

Title: _____

Date: _____

Telephone and Data Systems, Inc.

By: 

Name: SCOTT WILLIAMSON

Title: SENIOR VICE PRESIDENT - ACQUISITIONS
AND CORPORATE DEVELOPMENT

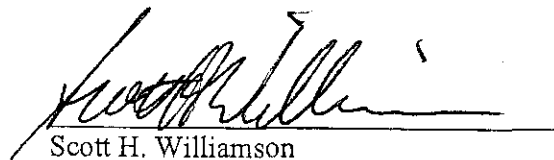
Date: DEC 5th 2007

Telephone and Data System's, Inc. Declaration

I, Scott H. Williamson, Senior Vice President of Telephone and Data Systems, Inc. ("TDS"), certify that the information in the foregoing Application as it pertains to TDS is true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 20th day of December, 2007.

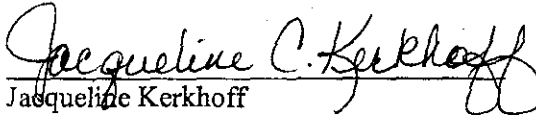

Scott H. Williamson

West Point Telephone Company Declaration

I, Jacqueline C. Kerkhoff, Treasurer, West Point Telephone Company, Inc. ("West Point"),
certify that the information in the foregoing Application as it pertains to West Point is true and
correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 20th day of December, 2007.


Jacqueline Kerkhoff

5013204_v1

TDS Telephone Exchanges in Indiana

Access Lines

Sep-07

State	Company	Exchange	Counties Served	Total Access Lines	Equiv. Access Lines
IN	CAMDEN (IN) TELEPHONE COMPANY	BURROWS	Carroll, Cass	401	401
IN	CAMDEN (IN) TELEPHONE COMPANY	CAMDEN	Carroll	859	859
IN	CAMDEN (IN) TELEPHONE COMPANY	CAMDEN - INTERNET		0	474
IN	CAMDEN (IN) TELEPHONE COMPANY	DEER CREEK	Carroll, Cass, Howard	357	449
Total				1,617	2,183
IN	MERCHANTS & FARMERS	HILLSBORO	Fountain	495	564
IN	MERCHANTS & FARMERS	HILLSBORO - INTERNET		0	174
Total				495	738
IN	TRI-COUNTY TELEPHONE COMPANY	COLFAX	Boone, Clinton, Montgomery, Tippecanoe	523	523
IN	TRI-COUNTY TELEPHONE COMPANY	LINDEN	Montgomery, Tippecanoe	951	1,043
IN	TRI-COUNTY TELEPHONE COMPANY	NEW RICHMOND - INTERNET		0	1,270
IN	TRI-COUNTY TELEPHONE COMPANY	ROMNEY	Tippecanoe	1,306	1,352
IN	TRI-COUNTY TELEPHONE COMPANY	WINGATE	Fountain, Montgomery, Tippecanoe	437	529
Total				3,217	4,717
IN	HOME TELEPHONE COMPANY - PITTSBORO	PITTSBORO	Boone, Hendricks	2,609	2,632
IN	HOME TELEPHONE COMPANY - PITTSBORO	PITTSBORO - INTERNET		0	980
Total				2,609	3,612
IN	COMMUNICATIONS CORPORATION OF SOUTHERN INDIANA	ELNORA	Daviess, Greene, Knox	378	378
IN	COMMUNICATIONS CORPORATION OF SOUTHERN INDIANA	POSEYVILLE	Gibson, Posey	878	880
IN	COMMUNICATIONS CORPORATION OF SOUTHERN INDIANA	POSEYVILLE - INTERNET		0	467
IN	COMMUNICATIONS CORPORATION OF SOUTHERN INDIANA	WADESVILLE	Posey	516	694
Total				1,772	2,419
IN	COMMUNICATIONS CORPORATION OF INDIANA	CLAYTON	Hendricks, Morgan, Putnam	3,310	3,492
IN	COMMUNICATIONS CORPORATION OF INDIANA	FILLMORE	Putnam	749	749
IN	COMMUNICATIONS CORPORATION OF INDIANA	NEW ROSS	Boone, Hendricks, Montgomery	370	370
IN	COMMUNICATIONS CORPORATION OF INDIANA	ROACHDALE	Hendricks, Montgomery, Putnam	2,118	2,146
IN	COMMUNICATIONS CORPORATION OF INDIANA	ROACHDALE - INTERNET		0	3,906
IN	COMMUNICATIONS CORPORATION OF INDIANA	WHITESTOWN	Boone, Hendricks	3,782	3,849
IN	COMMUNICATIONS CORPORATION OF INDIANA	WICKLIFFE	Crawford, Orange	320	320
IN	COMMUNICATIONS CORPORATION OF INDIANA	WICKLIFFE - INTERNET		0	0
Total				10,649	14,832

TDS Telephone Exchanges in Indiana

Access Lines

Sep-07

State	Company	Exchange	Counties Served	Total Access Lines	Equiv. Access Lines
IN	SANDBORN & WESTPHALIA TEL. CO.	SANDBORN	Daviess, Greene, Knox, Sullivan	424	470
IN	SANDBORN & WESTPHALIA TEL. CO.	SANDBORN - INTERNET		0	73
		Total		424	543
IN	TIPTON TELEPHONE COMPANY	TIPTON	Tipton	4,257	4,506
IN	TIPTON TELEPHONE COMPANY	TIPTON - INTERNET		0	843
		Total		4,257	5,349
IN	HOME TELEPHONE COMPANY - WALDRON	WALDRON	Decatur, Rush, Shelby	2,059	2,174
IN	HOME TELEPHONE COMPANY - WALDRON	WALDRON - INTERNET		0	650
		Total		2,059	2,824
Total TDS Telecom Access Lines in Indiana				27,099	37,217